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ARTICLES OF INCORPORATION
OF
SPORTING CLUB, INC.

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We the undersigned incorporators, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation is Sporting Club, Inc.

ARTICLE SECOND

The location of its registered office in the state is Rural Route 2, Box 114, Augusta, Butler County, KS, 67010. The registered agent at this address is Terry Smith.

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To operate and maintain real property for purposes of making it available for use as a recreational sporting club and to make available essential services to members.

2. To engage in any lawful act or activity for which a corporation NOT FOR PROFIT may be organized under the General Corporation Code of the State of Kansas.

3. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation. voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

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- (b) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or substantial contributors to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOURTH

The corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the by-laws.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE SIXTH

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the directors derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provisions become effective.

ARTICLE SEVENTH

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The term for which this corporation is to exist is perpetual.

ARTICLE EIGHTH

No member of this corporation shall benefit financially from the dissolution thereof.

ARTICLE NINTH

The names and residences of the incorporator is:

Terry Smith

Rural Route 2, Box 114

Augusta, KS 67010

ARTICLE TENTH

The power of directors may be increased or decreased from time to time by amendment of the by-laws.

ARTICLE ELEVENIH

The power to adopt, amend and repeal the by-laws of this corporation shall reside in the Board of Directors of this corporation.

IN TESTIMONY WHEREOF, I have hereunto set my name this 16 day of

January, 1991.

Terry D Smith

State of Kansas)
County of Dodgich) ss

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who is personally known to be to be the same person who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of January, 1991.

Charlotte Foster
Notary Public

My Appointment Expires:

August 17, 1991
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